

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
COMPLEX SYSTEMS, INC., :
:
Plaintiff, : Civil Action No. 08-cv-7497 (LBS)
: ECF CASE
:
v. :
:
ABN AMRO BANK N.V. :
:
Defendant. :
:
----- X

DECLARATION OF JOHN C. GARCES, ESQ.

I, John C. Garces, Esq., declare as follows:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for the Southern District of New York. I am a Special Counsel with the law firm of Schulte Roth & Zabel LLP, which represents Defendant ABN AMRO Bank N.V. (renamed The Royal Bank of Scotland N.V.) (“ABN”) in the above-identified litigation. I make and submit this Declaration in Support of Defendant’s Motion for Summary Judgment, and in particular, in support of Exhibits 1 through 20 attached hereto.

2. Attached as Exhibit 1 is a true and correct copy of a March 27, 2008 email from Charles Griffis to Jeff Kaplan and Gad Janay, produced in this action as CS-EML 00442151_0001-02, and filed under seal.

3. Attached as Exhibit 2 is a true and correct copy of a January 3, 2008 document titled “Business Requirements: BankTrade to Tradeline Conversion,” produced in this action as ABN AMRO 0094082-107, and filed under seal.

4. Attached as Exhibit 3 is a true and correct copy of a February 26, 2008 email from Ray Crescenzi to Laszlo Rausch, Kevin Buttler, Bill Sheerin, and Kathleen J. Donner, produced in this action as ABN AMRO 2133254-57, and filed under seal.

5. Attached as Exhibit 4 is a true and correct copy of a September 7, 2007 email from Maria Bostonian Spratt to Ray Crescenzi, Bob Shelebsky, Gilman de Matos, et al., produced in this action as ABN AMRO 1157105-08, and filed under seal.

6. Attached as Exhibit 5 is a true and correct copy of the Deposition Transcript of Hollie Lussier, dated December 3, 2010, and filed under seal.

7. Attached as Exhibit 6 is a true and correct copy of the Deposition Transcript of Sheldon Goldfarb, dated December 17, 2010, and filed under seal.

8. Attached as Exhibit 7 is a true and correct copy of a January 28, 2008 letter from Charles B. Griffis to Karen Price, produced in this action as CS-EML 01676762_0001-02, and filed under seal.

9. Attached as Exhibit 8 is a true and correct copy of a February 27, 2008 letter from Gad Janay to Sir Fred Goodwin, produced in this action as CS-EML 00447612_0001 and marked as Exhibit 17 in the Deposition of Charles Griffis, March 10, 2011, and filed under seal.

10. Attached as Exhibit 9 is a true and correct copy of a March 31, 2008 letter from Gad Janay to Karen Price, produced in this action as ABN AMRO 0375401, and filed under seal.

11. Attached as Exhibit 10 is a true and correct copy of an April 3, 2008 letter from Gad Janay to Karen Price, produced in this action as ABN AMRO 0375411-12, and filed under seal.

12. Attached as Exhibit 11 is a true and correct copy of the Deposition Transcript of Charles Griffis, dated March 10, 2011, and filed under seal.
13. Attached as Exhibit 12 is a true and correct copy of an April 16, 2008 letter from Charles Griffis to Hollie Lussier, produced in this action as GJ 00100291_0001, and filed under seal.
14. Attached as Exhibit 13 is a true and correct copy of an April 21, 2008 email from Gad Janay to Jack W. Eisner, Charles Griffis, and Warren Browne, produced in this action as CS-EFILE 00035008_0001-02, and filed under seal.
15. Attached as Exhibit 14 is a true and correct copy of a February 22, 2008 email chain from John D Kelly to Bob Boor and Michael Gallagher, produced in this action as ABN AMRO 0394385-86, and filed under seal.
16. Attached as Exhibit 15 is a true and correct copy of a June 5, 2008 letter from Gad Janay to Michael Lofgren, produced in this action as CS-EML 00438102_0001-02, and filed under seal.
17. Attached as Exhibit 16 is a true and correct copy of the Expert Report of John C. Coates IV, dated April 6, 2012, and filed under seal.
18. Attached as Exhibit 17 is a true and correct copy of a September 18, 2007 email chain from Juan Montesinos to Bob Boor and Michael Lenz, produced in this action as ABN AMRO 2674748-52, and filed under seal. Exhibit 17 also contains an annexed spreadsheet that was produced in its native format.
19. Attached as Exhibit 18 is a true and correct copy of a June 26, 2008 letter from Michael Lofgren to Gad Janay, marked as Plaintiff's Exhibit 8 in the Deposition of Al McMillian, and filed under seal.

20. Attached as Exhibit 19 is a true and correct copy of a December 4, 2007 email chain with from Tracey Coldeway to Michael Gallagher, Bob Schultze, Graham Bromley, Juan Montesinos, et al., produced in this action as ABN AMRO 2560397-407. Exhibit 19 also contains an annexed spreadsheet that was produced in its native format.

21. Attached as Exhibit 20 is a true and correct copy of a December 19, 2007 email chain from Steven Pryor to Kevin Buttler and Laszlo Rausch, produced in this action as ABN AMRO 2110376-79, and filed under seal. Exhibit 20 also contains an annexed spreadsheet that was produced in its native format.

Dated: New York, New York
August 23, 2012

/s/ John C. Garces
John C. Garces, Esq.